

RECORDATION NO. 24754 FILED

DEC 30 '03 3-17 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 30, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Individual Equipment Record No. 42610-002, dated as of December 30, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: BCC Equipment Leasing Corporation
1250 Capital of Texas Highway South
Building 2, Suite 300
Austin, Texas 78746

Lessee: Equistar Chemicals, LP
One Houston Center, Suite 1600
1221 McKinney Street
Houston, TX 77010

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document
is:

403 cars within the series EQUX 620346 - EQUX 620781 and EQUX
631001 - EQUX 631034 as more particularly set forth in the equipment
schedule attached to the document, and EQUX 630987.

A short summary of the document to appear in the index is:

Memorandum of Individual Equipment Record No. 42610-002.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF INDIVIDUAL EQUIPMENT RECORD NO. 42610-002

Memorandum of Individual Equipment Record No. 42610-002 made and entered into on December __, 2003 by and between BCC Equipment Leasing Corporation, a Delaware corporation (“**Lessor**”), and Equistar Chemicals, LP, a Delaware limited partnership, (“**Lessee**”) (this “**Memo**”).

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement Number: 42610 (the “**Lease Agreement**”), dated as of May 16, 2003, subject to the term defined in said Lease Agreement.
2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 9 of the United States Code.
3. The undersigned have entered into that certain Individual Equipment Record No. 42610-002 dated December __, 2003, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad cars bearing road numbers as listed on Exhibit A attached hereto.
4. This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

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IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**BCC EQUIPMENT LEASING
CORPORATION**

By: 
Name: James C. Hammersmith
Title: Senior Director - Documentation

Executed on this 30th day of December, 2003

EQUISTAR CHEMICALS, LP

By: _____
Name:
Title:

Executed on this ___ day of December, 2003

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**BCC EQUIPMENT LEASING
CORPORATION**

By: _____
Name:
Title:

Executed on this ___ day of December, 2003

EQUISTAR CHEMICALS, LP

By: Karen A. Twitchell
Karen A. Twitchell, Vice President and Treasurer
of Lyondell Chemical Company, on behalf of
Equistar Chemicals, LP

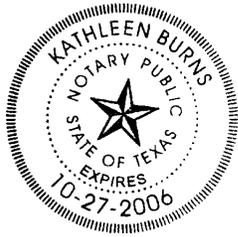
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Executed on this ___ day of December, 2003

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

On this, the 29th day of December, 2003, before a Notary Public in an for said County and State, personally appeared Karen A. Twitchell, who being by me duly sworn, says that (s)he is the Vice President and Treasurer of Lyondell Chemical Company, a general partner of of Equistar Chemicals, LP, that said instrument was signed on December 29, 2003 on behalf of said limited partnership by authority of its general partner, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathleen Burns

Name:
Notary Public

My Commission Expires:
Residing in HARRIS COUNTY TEXAS

EXHIBIT A

Equipment: Steel, rubber-lined, covered specialty hopper railroad cars
Quantity: Four hundred and twelve (412) units
Road Numbers Prefix EQUX: See Attachment 1

Attachment 1

620346	620435	620482	620528	620574	620621	620668	620715	620761
620363	620436	620483	620529	620575	620622	620669	620716	620762
620364	620437	620484	620530	620576	620623	620670	620717	620763
620365	620438	620485	620531	620577	620624	620671	620718	620764
620377	620439	620486	620532	620578	620625	620672	620719	620765
620380	620440	620487	620533	620579	620626	620673	620720	620766
620389	620441	620488	620534	620581	620627	620674	620721	620767
620395	620442	620489	620535	620582	620628	620675	620722	620768
620396	620443	620490	620536	620583	620629	620676	620723	620769
620397	620444	620491	620537	620584	620630	620677	620724	620770
620398	620445	620492	620538	620585	620631	620678	620725	620771
620399	620446	620493	620539	620586	620632	620679	620726	620772
620400	620447	620494	620540	620587	620633	620680	620727	620773
620401	620448	620495	620541	620588	620634	620681	620728	620774
620402	620449	620496	620542	620589	620635	620682	620729	620775
620403	620450	620497	620543	620590	620636	620683	620730	620776
620404	620452	620498	620544	620591	620637	620684	620731	620777
620405	620453	620499	620545	620592	620638	620685	620732	620778
620406	620454	620500	620546	620593	620639	620686	620733	620779
620407	620455	620501	620547	620594	620640	620687	620734	620780
620408	620456	620502	620548	620595	620641	620688	620735	620781
620409	620457	620503	620549	620596	620642	620689	620736	630987
620410	620458	620504	620550	620597	620643	620690	620737	631001
620411	620459	620505	620551	620598	620644	620691	620738	631003
620412	620460	620506	620552	620599	620645	620692	620739	631005
620413	620461	620507	620553	620600	620646	620693	620740	631006
620414	620462	620508	620554	620601	620647	620694	620741	631007
620415	620463	620509	620555	620602	620648	620695	620742	631008
620416	620464	620510	620556	620603	620649	620696	620743	631009
620417	620465	620511	620557	620604	620650	620698	620744	631010
620418	620466	620512	620558	620605	620651	620699	620745	631011
620419	620467	620513	620559	620606	620652	620700	620746	631016
620420	620468	620514	620560	620607	620653	620701	620747	631017
620421	620469	620515	620561	620608	620654	620702	620748	631019
620422	620470	620516	620562	620609	620655	620703	620749	631020
620423	620471	620517	620563	620610	620656	620704	620750	631021
620424	620472	620518	620564	620611	620657	620705	620751	631023
620426	620473	620519	620565	620612	620658	620706	620752	631024
620427	620474	620520	620566	620613	620659	620707	620753	631025
620428	620475	620521	620567	620614	620660	620708	620754	631027
620429	620476	620522	620568	620615	620662	620709	620755	631029
620430	620477	620523	620569	620616	620663	620710	620756	631031
620431	620478	620524	620570	620617	620664	620711	620757	631032
620432	620479	620525	620571	620618	620665	620712	620758	631034
620433	620480	620526	620572	620619	620666	620713	620759	
620434	620481	620527	620573	620620	620667	620714	620760	

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy of a Memorandum of Individual Equipment Record No. 42610-002 with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 30, 2003

Edward M. Luria

Edward M. Luria